

By-Laws of the Unitarian Universalist Church of Elgin, Illinois

Article I. NAME

This religious society shall be known and designated as the Unitarian Universalist Church of Elgin, Illinois

Article II. PURPOSE

Section 1. The purpose of this organization is the study and practice of religion in freedom and fellowship.

This congregation affirms and promotes the full participation of persons in all our activities and endeavors; including membership, programming, hiring practices, and the calling of religious professionals; without regard to actual or perceived characteristics, including race, color, sex, gender identity, physical or mental challenge, affectional or sexual orientation, age, class or national origin.

Article III. DENOMINATIONAL AFFILIATION

This Church shall be a member of the Unitarian Universalist Association.

Article IV. MEMBERSHIP

Section 1. Membership in this organization shall be open to all persons sixteen years or over who are in sympathy with its purposes as set forth in Article II. New members shall be admitted in a manner that is consistent with the congregational purposes as expressed in Article II.

Section 2. The method of reception into membership shall be determined by the Minister and the Board of Trustees, but no requirement as to creed, test of character, rite or ceremony shall be imposed as a condition of admission into fellowship. The only affirmation that shall be required is that the candidate(s) agree(s) with the purposes of the Church as expressed in Article II.

Section 3. An active voting member of the church is any member who has reached the age of sixteen years, and has made a contribution of record of not less than \$100.00 during the first eleven months of the twelve months preceding the annual meeting. The minimum contribution of record shall be \$40.00 for members aged 16 – 21. Only those who have reached legal voting age, as defined by the State of Illinois, and have been active voting members for one year or more shall be eligible to vote on the following matters:

- a) The election or dismissal of the Minister.
- b) The dissolution of the Church.
- c) Amendments to the By-Laws.
- d) The sale, purchase, construction or transfer of real property.

Section 4. A review of the membership list shall be made during the last month of the fiscal year. Any member who has neither participated nor made a contribution of record during the previous eleven months shall be removed from the list of active members and shall be placed on the list of inactive members of the Church. Inactive members are ineligible to vote. The Secretary shall duly inform members of any change in their membership status. After three years on the inactive member list a person shall be automatically dropped from membership. A person is automatically reinstated upon receipt of a contribution of record.

Article V. MEETINGS

Section 1. The annual meeting of this Church shall be held in May. At this meeting, annual reports shall be submitted, officers shall be elected, and such other business transacted as properly may come before the meeting. An operating budget shall be submitted by the Treasurer and voted by the membership.

Section 2. Special meetings may be called upon the direction of the Board of Trustees; the Minister and three members of the Board; or upon application to the Secretary by ten voting members of the Church, provided, however, that the specific purpose(s) of such special meetings are mentioned in the notices of said meetings and that the provisions of Section 3 of this Article be fulfilled.

Section 3. Notice of all business meetings of the Church shall be sent to each active member on record at least ten days before the time of the meeting.

Section 4. Twenty-five percent (25%) of members qualified to vote shall constitute a quorum. But if a quorum be not present at a meeting duly called, those members present and qualified to vote shall have the power then and there to call another meeting at least two weeks but not more than a month thereafter. If such other meeting be called and properly publicized (Article V. Section 3), then those members qualified to vote and present at such meeting shall constitute a quorum even though their number be fewer than twenty-five percent of active membership, and may transact the business for which the meeting was called.

Section 5. Except where otherwise specified below, a simple majority of members present will decide all matters requiring a vote. The exceptions are as follows:

- a) The election of the Minister requires a four-fifths majority of votes at a meeting called for said purpose.
- b) The dissolution of the Church requires a four-fifths majority of votes at a meeting called for said purpose.

- c) Amendments to the By-Laws require a two-thirds majority of votes at a meeting called for said purpose.
- d) No special funds may be spent or disposed without a two-thirds majority of votes at a meeting called for said purpose.

Section 6. Robert's Rules of Order (Revised) shall be the authority on all questions of order not provided by these By-Laws.

Section 7. Written proxy votes shall be accepted for motions and quorums.

Article VI. BOARD OF TRUSTEES: ELECTION AND TENURE

Section 1. The Members of the Congregation shall elect nine (9) Trustees to serve on the Board. The Board of Trustees of this Church shall consist of the Officers: President, President-Elect, Secretary, and Treasurer, and five Trustees. (see note*)

Section 2. All Trustees of this Church shall be members of the Church and fully qualified to vote on all questions at its meetings. However, the one-year membership requirement can be waived in an individual case by 1) vote of the congregation at the annual meeting or 2) by appointment of the Board in order to fill a vacancy. No more than one member from a household may serve on the Board at the same time.

Section 3. A President Elect shall be elected each year. The President-Elect serves one year, then serves as President the following year. If a final year remains in that person's three-year term, he or she serves as an at-large Trustee for that year. The Secretary shall be elected in a different year from the Treasurer.

Section 4. Three (3) Trustees including any Officers shall be elected at each annual meeting for a term of three (3) years. Upon completion of a full three-year term or major portion thereof (two years and 5 months) a Trustee shall be eligible for re-election as a Trustee for one more term.

Section 5. No person shall be a member of the Board of Trustees for more than two complete consecutive terms. No person shall serve as President for more than two consecutive years within one term if he or she is called upon to fill in for the President-Elect. A former President can serve as President-Elect again after the being off the Board for one full year.

Section 6. All trustees shall assume office on July 1 following the annual meeting at which they are elected and shall continue in office until June 30 following the election of their successors except as provided in Section 7 of this Article.

Section 7. The Board of Trustees shall fill any vacancy occurring in the Board until the next annual meeting, at which time a Trustee shall be elected for the balance of the unexpired term.

Section 8. A nominating committee of three members appointed by the Board of Trustees not less than five weeks prior to the annual meeting shall present names of all Trustees to be voted upon. Publication of the nominations shall be made in the notices of the annual meeting. Additional nominations may be made from the floor.

Article VII. BOARD OF TRUSTEES: POWER AND DUTIES

Section 1. The Board of Trustees, on behalf of the Church, shall have general charge of the property of the Church, the conduct of all its business affairs, and the control of its administration. The Board of Trustees shall set policies and monitor organizational performance. The Board of Trustees may delegate the day-to-day operation of the Church's business to any responsible person or group, provided that the business and affairs be conducted in accordance with the stated policy of the Board of Trustees. The Board of Trustees shall not incur any indebtedness that cannot be met out of available assets and current pledges without prior approval of a majority of members at a congregational meeting called for that purpose. The Board of Trustees shall not acquire or dispose of real property or buildings without the approval of the members. The President and Secretary may sign on behalf of the congregation on the above matter.

Section 2. The Board of Trustees shall have the power to employ and dismiss all employees of the Church except the Minister. Relationships between Employees and the Church and Board shall be governed by the Unitarian Universalist Church of Elgin Personnel Policies Manual. Employees shall be selected on a basis that is consistent with the congregational purposes as expressed in Article II. Employees must agree with the purposes of the Church as expressed in Article II.

Section 3. The Board of Trustees shall create whatever committees it deems necessary for the operation and well-being of the Church. These shall include a Nominating Committee and a Committee on the Ministry which shall meet periodically with the Minister. The Chair of all Board created committees, not appointed by the Board, shall be selected by the committee. To assist the Board of Trustees, The Religious Education Council, consisting of six members who are elected at the Annual Meeting for a term of three years, shall act as liaison to the Board of Trustees and the Religious Education Staff.

Section 4. Meeting of the Board shall be held monthly except during July and August. Special meetings of the Board may be called by the President, the Minister, or by the Secretary upon request of three Board members.

Section 5. . Five Board members shall constitute a quorum..

Article VIII. OFFICERS: POWERS AND DUTIES

Section 1. The President shall be the chairperson(s) of the Board of Trustees. He or she shall preside at all meetings of the members and the Board of Trustees and shall perform the usual duties pertaining to such office. In the absence of the President, the President-Elect shall preside..

Section 2. The Secretary shall keep an accurate record of all business meetings of the members and of the Board of Trustees. He/She shall maintain a roster of the members of the Church. He/She shall be responsible for posting and mailing notices of meetings of the Church. He/She shall be the custodian of all corporate documents, and shall perform such other duties as may be prescribed. All records of the Secretary shall remain the property of the Church.

Section 3. The Treasurer shall receive and safely keep all money and other property of the Church, entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board of Trustees. He/She shall keep a complete account of the finances of the Church on books which shall remain the property of the Church, and which shall be open for inspection at any time by the Trustees. He/She shall render a current statement at each regular meeting of the Board of Trustees and a such business meetings of the Church as require it. His/Her annual statement for the fiscal year may be audited and certified by persons designated by the Board of Trustees.

The Board of Trustees may appoint a Financial Secretary with duties to be determined or outlined by the Board.

The Treasurer and Financial Secretary may be bonded at the discretion of the Board of Trustees.

Article IX. MINISTER

Section 1. The Minister shall be called upon a four-fifths vote of those members present and voting at a meeting of members duly called for that purpose.

Section 2. The Minister's salary shall be determined by the Board of Trustees and approved by the members at a meeting duly called for that purpose.

Section 3. The Minister shall be considered to have indefinite tenure.

Section 4. The Minister may be dismissed by a majority vote of the members at a meeting duly called for the purpose.

Section 5. In the case of a vacancy, the Board shall have the power to provide for temporary ministerial services.

Section 6. Motions for the election or dismissal of the Minister shall be voted upon by secret ballot.

Section 7. The Minister shall have complete freedom from the pulpit.

Section 8. No person shall be called to, or continue in, the pastoral charge of this Church, who does not have Unitarian Universalist Ministerial Fellowship.

Section 9. Ministerial candidates shall be selected in a manner that is consistent with the congregational purposes as expressed in Article II. Candidates must agree with the purposes of the Church as expressed in Article II.

Article X. DISSOLUTION

Section 1. A four-fifths vote of those present and voting at a meeting duly called for this purpose shall be required for the dissolution of this Society.

Section 2. In the case of the dissolution of this Church, all its property, whether real, personal or mixed, subject to all just and legal claims upon it, shall vest in the Unitarian Universalist Association or its successors, to be held in trust for the benefit of a future Unitarian Universalist Church in the vicinity of Elgin, Illinois, or for furthering the cause of Unitarian Universalism in some other way.

Nothing in this article is to be interpreted as prohibiting the sale by the Church of part of whole of its property, or the merger of this Church with some other Unitarian Universalist Church and the conveyance of the property in such manner as may best serve the purpose of this Church.

Article XI. FISCAL YEAR AND CHURCH YEAR

The fiscal year of the Church shall be from July 1 to June 30.

The transition in fiscal years shall be as follows:

April 1, 2007 to March 31, 2008

April 1, 2008 to June 30, 2009

Article XII. PROPERTY, CAPITAL FUNDS and INCOME THEREFROM

Section 1. The principal of all undesignated bequests received by the Church and all dividends and other monies received as a result of any investments thereof shall constitute a special fund. None of these funds may be spent or disposed of without a two-thirds majority vote of the Church at a regularly called meeting of the Church.

Section 2. Sale, purchase, transfer or construction of real property on behalf of the Church will require a two-thirds majority of the qualified voting members present at a meeting duly called for that purpose.

Article XIII. AMENDMENTS

These By-Laws may be amended by a two-thirds vote of qualified members present and voting at any Annual Meeting of the Church or at a special meeting called for that purpose, except Articles III, X, and XIII may be amended only by a four-fifths vote, and

provided that the specific proposed changes shall have been stated in the notification of said meeting, and provided that at least forty percent of members qualified to vote on amending the By-Laws are present and voting.

Article XIV. THE ENDOWMENT FUND COMMITTEE

Section 1. The COMMITTEE shall be composed of three members, all of whom shall be voting members of the Unitarian Universalist Church of Elgin. Except as herein limited, the term of each member shall be three (3) years. Upon adoption of this resolution by the congregation, it shall elect three (3) members of the COMMITTEE: one (1) for a term of three (3) years; one (1) for a term of two (2) years; and one (1) for a term of one (1) year. Thereafter, at each annual meeting, the congregation shall elect one (1) member for a term of three (3) years. No member shall serve more than two consecutive three (3) year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected.

The minister and the president of the Church Board, or their designees, shall be advisory members of the COMMITTEE. The Church Nominating Committee shall nominate candidates for the COMMITTEE. The COMMITTEE shall report at the annual congregational meeting in the same manner as for other offices and committees. In the event of a vacancy on the COMMITTEE, the Board shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

Section 2. The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of two (2) members. A majority present and voting shall carry any motion or resolution. If the vote is tied, then the President of the congregation shall cast the deciding vote.

Section 3. The COMMITTEE shall elect from its membership a chair, financial secretary, and recording secretary. The chair, or member designated by the chair, shall preside at all committee meetings.

Section 4. The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and shall supply a copy thereof to each member of the COMMITTEE. Each member shall keep a complete copy of minutes to be delivered to his or her successor. The secretary shall also supply a copy of the minutes to the Church Board.

Section 5. The COMMITTEE's financial secretary shall assist the congregation's Treasurer in maintaining complete and accurate books of accounts for the FUND. At least two members of the COMMITTEE shall sign checks and all other necessary documents on behalf of the congregation in furtherance of the purposes of the FUND. The books shall be audited annually by a certified public accountant or other appropriate person who is not a member of the COMMITTEE.

Section 6. The COMMITTEE shall report on a semi-annual basis to the Board and, at each annual meeting of the congregation, shall render a full and complete audited account of the administration of the FUND during the preceding year.

Section 7. The COMMITTEE may request other members of the congregation to serve as advisory members. At the expense of FUND income, the COMMITTEE may provide for such professional counseling on investment or legal matters as it deems to be in the best interest of the FUND.

Section 8. Members of the COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as s/he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts of omissions of any other member. No member shall engage in any self-dealing or transactions with the FUND in which the member has direct or indirect financial interest. Each member shall at all times refrain from any conduct in which his/her personal financial interests would conflict with the interest of the FUND.

Section 9. All assets of the FUND are to be held in the name of the Unitarian Universalist Church of Elgin Operational Endowment Fund.

Section 10. Decisions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE.

Section 11. The COMMITTEE shall determine what is principal and what is income according to accepted accounting procedures.

Section 12. Gifts, bequests, and income to the FUND shall accumulate until principal amount of \$10,000 is achieved, after which the income generated from the investment of the principal may be expended.

Section 13. Income from the FUND shall be distributed annually or at such other times as deemed necessary and/or feasible to supplement only line items in the operating budget.

Section 14. Income from the FUND shall not be used to fund capital improvements to the church or facilities.

Section 15. The FUND shall not be the source of any loans, nor shall the FUND be pledged as collateral for any loan.

Section 16. The FUND or income from the FUND shall not be used to compensate members of the COMMITTEE for their service.

Adopted at Annual Meeting, May 17, 1957
Adopted at Annual Meeting, May 13, 1969
Adopted at Annual Meeting, May 5, 1972
Adopted at Annual Meeting, May 14, 1974
Adopted at Annual Meeting, May 18, 1975
Adopted at Annual Meeting, May 4, 1980
Adopted at Annual Meeting, May 5, 1991
Revised at Annual Meeting, May 4, 1997
Article XIV added at Annual Meeting, May 3, 1998
Revised at Annual Meeting, May 2, 1999
Revised at Annual Meeting May 4, 2003
Revised at Annual Meeting May 16, 2004
Revised at Annual Meeting, May 7, 2006
Revised at Annual Meeting, May 7, 2007
Revised at Annual Meeting, May 4, 2008